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June 20, 2011

Via Electronic Filing

Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
445 Twelfth Street, SW
Washington, DC 20554

Re: *Applications of AT&T Inc. and Deutsche Telekom AG ("Applicants") for
Consent to Assign or Transfer Control of Licenses and Authorizations –
WT Docket No. 11-65; DA 11-799; ULS File No. 0004669383*
Reply Comments of Butch Watson
REDACTED FOR PUBLIC INSPECTION

Dear Ms. Dortch:

I represent Butch Watson and numerous other parties who oppose AT&T's application and support the pending petitions to deny approval of the proposed acquisition.

On May 9, 2011, pursuant to the procedures outlined in the NRUF/LNP Protective Order issued in this docket (DA 11-711), four Bursor & Fisher attorneys, including myself, submitted Acknowledgments of Confidentiality for access to NRUF/LNP Confidential Information. On May 12, 2011, AT&T Inc. ("AT&T") and T-Mobile USA, Inc. ("T-Mobile") objected to those Acknowledgements on grounds that were patently frivolous. To date, the Commission has not ruled on AT&T's objection, and has not advised us of any timetable for such a ruling. Access to the NRUF/LNP information is essential to our ability to represent our clients and to participate meaningfully in the Commission's proceedings on this matter. We urge the Commission to resolve that matter promptly.

In the meantime, we are submitting herewith the Declaration of Colin B. Weir, which is redacted for public inspection. Mr. Weir's declaration provides pre-merger and *pro forma* post-merger Herfindahl-Hirschman Index ("HHI") market concentration values, and identifies markets where the proposed transaction would result in markets that are "Highly Concentrated" as that term is defined in the U.S. Department of Justice & Federal Trade Commission *Horizontal Merger Guidelines* at 19 (2010) – that is, markets where the merger will result in an HHI above 2500. Mr. Weir's declaration also identifies markets where the merger will result in an increase in the HHI of between 100 and 200 points, which indicates that the merger "raise[s] significant competitive concerns" that "warrant scrutiny." *Horizontal Merger Guidelines* at 19. Mr. Weir's declaration also identifies markets where the merger will result in an increase in the

HHI of more than 200 points, such that it should be “presumed to be likely to enhance market power.” *Horizontal Merger Guidelines* at 19.

We urge the Commission to deny AT&T’s application entirely. In the alternative, we urge the Commission to require divestiture of any licenses and authorizations that AT&T seeks to acquire from T-Mobile in any Economic Area where the merger will result in a “Highly Concentrated” market with an HHI above 2500.

Unredacted copies of this filing containing NRUF/LNP Confidential Information (the “NRUF/LNP Confidential Filing”) are being submitted under separate cover, directly from Mr. Weir’s firm.

Very truly yours,



Scott A. Bursor

Copies by email only:

Colin B. Weir, cweir@econtech.com

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of

Applications of AT&T Inc. & Deutsche Telekom AG
for Consent to Assign or Transfer Control of
Licenses and Authorizations

WT Docket No. 11-65

Declaration

of

COLIN B. WEIR

on behalf of

Butch Watson

**INFORMATION DERIVED FROM
“HIGHLY CONFIDENTIAL INFORMATION
SUBJECT TO PROTECTIVE ORDER IN
WT DOCKET NO. 11-65” HAS BEEN
REDACTED**

June 20, 2011

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1 Statement of Qualifications	
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**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of

Applications of AT&T Inc. & Deutsche Telekom AG
for Consent to Assign or Transfer Control of
Licenses and Authorizations

WT Docket No. 11-65

DECLARATION OF COLIN B. WEIR

1 Introduction

Colin B. Weir, of lawful age, declares and says as follows:

1. My name is Colin B. Weir. I am Vice President at Economics and Technology, Incorporated (“ETI”), One Washington Mall, 15th Floor, Boston, MA 02108. ETI is a research and consulting firm specializing in telecommunications and public utility regulation and public policy. I have been asked by counsel for Mr. Butch Watson to review wireless market share data, to calculate pre-merger and *pro forma* post- merger Herfindahl–Hirschman Index (“HHI”) market concentration values, and to evaluate each Economic Area (“EA”) to identify markets where the proposed transaction would: result in “Highly Concentrated” markets (i.e., markets with HHI values of greater than 2500), and as such would “potentially raise significant

competitive concerns and often warrant scrutiny” or be “likely to enhance market power” (i.e., markets with increases in HHI value of 100 or 200 or greater, respectively).¹ The results of my analysis are set forth below.

Market share and market concentration calculation methodology

2. In its annual CMRS reports to Congress,² the FCC routinely reports wireless market concentration on an Economic Area (“EA”) basis, using Numbering Resource Utilization Forecast (“NRUF”)/Local Number Portability (“LNP”) data to calculate wireless market shares, which in turn are used to calculate HHI concentration values. My analysis uses a similar methodology. I have used the NRUF/LNP data, as the FCC does, as a proxy for subscriber counts in each EA.³ I have calculated four-firm HHI concentration values (1) reflecting the current condition of the wireless market with AT&T Mobility and T-Mobile USA operating as separate and nonaffiliated entities, and (2) on a *pro-forma* basis assuming that the proposed AT&T Mobility/T-Mobile USA merger transaction has been consummated. Four-firm HHI values are calculated using the following formula:

1. U.S. Department of Justice & Federal Trade Commission, *Horizontal Merger Guidelines* (2010) at 19. Available at <http://ftc.gov/os/2010/08/100819hmg.pdf> (Accessed June 17, 2011).

2. *Implementation of Section 6002(b) of the Omnibus Budget Reconciliation Act of 1993 Annual Report and Analysis of Competitive Market Conditions With Respect to Mobile Wireless, Including Commercial Mobile Services*, WT Docket No. 09-66, *Fourteenth Report*, Rel. May 20, 2010 (“CMRS Report”)

3. See, <http://www.bea.gov/regional/docs/econlist.cfm> (Accessed June 17, 2011).

$$HHI = \sum_{i=1}^4 (S_i \times 100)^2$$

where S_i is the market share as a percentage for each of the four largest firms in the market.

Changes in HHI concentration levels attributable to the proposed merger are then calculated by subtracting the current HHI value from the *pro-forma* value.

Results of the market share and market concentration analysis

3. The most recently available public data on wireless market share and market concentration are provided in the FCC's 14th Annual *CMRS Report*,⁴ which reports year-end 2008 wireless industry data. Using the nationwide subscriber data, the 2008 HHI value is 2314. On a *pro-forma* basis in which AT&T Mobility and T-Mobile USA are treated as a single entity in the HHI calculation, the year-end 2008 HHI value increases by some 708 points, to 3022.⁵

4. The most recent CMRS Report provides HHI values separately for each Economic Area, but does not provide the underlying market shares on an Economic Area basis. As such, it is not possible to calculate *pro-forma* HHI values separately for each Economic Area using the published CMRS Report data. However, the CMRS Report shows that even without considering

4. *CMRS Report*, Tables C-3, C-4.

5. For purposes of this analysis, I have combined the reported 2008 subscriber counts for Verizon and Alltel, whose merger was consummated on January 9, 2009 just days after the 2008 year-end data was reported.

1 the effects of the proposed AT&T/T-Mobile merger, 146 out of 172 reported EAs *already*
2 *exhibit HHI market concentration values in excess of 2500.*⁶ Combining the market shares of
3 AT&T and T-Mobile would only increase the concentration values in each EA, in some cases by
4 substantial amounts (as indicated by the overall national HHI market concentration increase).

5
6 5. As discussed above, I have conducted a similar analysis of 165 EAs using the most
7 currently available NRUF data (from June, 2010). My analysis shows that, pre-merger, <<Begin
8 NRUF/LNP Confidential Information>>****<<End NRUF/LNP Confidential
9 Information>> of the 165 EAs that I analyzed already have concentration values in excess of
10 2500. On a *pro-forma* basis, <<Begin NRUF/LNP Confidential Information>>**** <<End
11 NRUF/LNP Confidential Information>> of those 165 EAs exceed the 2500 threshold.
12 <<Begin NRUF/LNP Confidential Information>>**** <<End NRUF/LNP Confidential
13 Information>> of the 165 EAs both exceed the 2500 threshold and would experience an HHI
14 increase of more than 100 points as a result of the proposed merger. <<Begin NRUF/LNP
15 Confidential Information>>**** <<End NRUF/LNP Confidential Information>> of the 165
16 EAs both exceed the 2500 threshold and would experience an HHI increase of more than 200
17 points as a result of the proposed merger.

18
19 6. Table 1 below shows each of the EAs as currently defined by the BEA. For each EA, I
20 show the historic 2008 HHI value as calculated by the FCC, the current (June 2010) HHI value

6. CMRS Report, Table C-3.

1 as calculated by me using the latest available NRUF data, the *pro-forma* HHI values (also based
2 upon the June 2010 NRUF dataset) that would result from the proposed merger, the change in
3 HHI attributable to the proposed merger, and an indication as to whether, for each EA, the
4 proposed merger would produce both a “highly concentrated market” and one that “warrants
5 scrutiny” or is “likely to enhance market power” of the post-merger entity.
6

<<Begin NRUF/LNP Confidential Information>>

TABLE 1 Effects of the proposed AT&T/T-Mobile Merger: Wireless Industry Market Concentration by Economic Area (data as of June 2010)							
EA Code	EA Name	2008 HHI*	2010 HHI**	Pro Forma HHI**	Change in HHI resulting from the merger	"Highly Concentrated " and HHI Increase ≥ 100	"Highly Concentrated" and HHI Increase >200
1	Aberdeen, SD	5000	RPI	RPI	RPI	RPI	RPI
2	Abilene, TX	3457	RPI	RPI	RPI	RPI	RPI
3	Albany, GA	3040	RPI	RPI	RPI	RPI	RPI
4	Albany-Schenectady-Amsterdam, NY	3352	RPI	RPI	RPI	RPI	RPI
5	Albuquerque, NM	2843	RPI	RPI	RPI	RPI	RPI
6	Alpena, MI	N/A	RPI	RPI	RPI	RPI	RPI
7	Amarillo, TX	2668	RPI	RPI	RPI	RPI	RPI
10	Asheville-Brevard, NC	4132	RPI	RPI	RPI	RPI	RPI
11	Atlanta-Sandy Springs-Gainesville, GA-AL	2411	RPI	RPI	RPI	RPI	RPI
12	Augusta-Richmond County, GA-SC	3781	RPI	RPI	RPI	RPI	RPI
13	Austin-Round Rock, TX	2640	RPI	RPI	RPI	RPI	RPI
14	Bangor, ME	4250	RPI	RPI	RPI	RPI	RPI
15	Baton Rouge-Pierre Part, LA	4999	RPI	RPI	RPI	RPI	RPI
16	Beaumont-Port Arthur, TX	3037	RPI	RPI	RPI	RPI	RPI
17	Bend-Prineville, OR	N/A	RPI	RPI	RPI	RPI	RPI
18	Billings, MT	5375	RPI	RPI	RPI	RPI	RPI
19	Birmingham-Hoover-Cullman, AL	2542	RPI	RPI	RPI	RPI	RPI
20	Bismarck, ND	5015	RPI	RPI	RPI	RPI	RPI
21	Boise City-Nampa, ID	2856	RPI	RPI	RPI	RPI	RPI
22	Boston-Worcester-Manchester, MA-NH	2800	RPI	RPI	RPI	RPI	RPI
23	Buffalo-Niagara-Cattaraugus, NY	3324	RPI	RPI	RPI	RPI	RPI
24	Burlington-South Burlington, VT	8263	RPI	RPI	RPI	RPI	RPI
25	Cape Girardeau-Jackson, MO-IL	N/A	RPI	RPI	RPI	RPI	RPI
26	Casper, WY	5256	RPI	RPI	RPI	RPI	RPI
27	Cedar Rapids, IA	2561	RPI	RPI	RPI	RPI	RPI
28	Champaign-Urbana, IL	3378	RPI	RPI	RPI	RPI	RPI
29	Charleston, WV	3442	RPI	RPI	RPI	RPI	RPI
30	Charleston-North Charleston, SC	2969	RPI	RPI	RPI	RPI	RPI
31	Charlotte-Gastonia-Salisbury, NC-SC	3059	RPI	RPI	RPI	RPI	RPI
32	Chicago-Naperville-Michigan City, IL-IN-WI	2140	RPI	RPI	RPI	RPI	RPI
33	Cincinnati-Middletown-Wilmington, OH-KY-IN	2247	RPI	RPI	RPI	RPI	RPI

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TABLE 1 Continued
Effects of the proposed AT&T/T-Mobile Merger:
Wireless Industry Market Concentration by Economic Area
(data as of June 2010)

EA Code	EA Name	2008 HHI*	2010 HHI**	Pro Forma HHI**	Change in HHI resulting from the merger	"Highly Concentrated " and HHI Increase ≥ 100	"Highly Concentrated" and HHI Increase >200
34	Clarksburg, WV + Morgantown, WV	N/A	RPI	RPI	RPI	RPI	RPI
35	Cleveland-Akron-Elyria, OH	3773	RPI	RPI	RPI	RPI	RPI
36	Colorado Springs, CO	N/A	RPI	RPI	RPI	RPI	RPI
37	Columbia, MO	4082	RPI	RPI	RPI	RPI	RPI
38	Columbia-Newberry, SC	3634	RPI	RPI	RPI	RPI	RPI
39	Columbus-Auburn-Opelika, GA-AL	2888	RPI	RPI	RPI	RPI	RPI
40	Columbus-Marion-Chillicothe, OH	3080	RPI	RPI	RPI	RPI	RPI
41	Corpus Christi-Kingsville, TX	2471	RPI	RPI	RPI	RPI	RPI
42	Dallas-Fort Worth, TX	2623	RPI	RPI	RPI	RPI	RPI
43	Davenport-Moline-Rock Island, IA-IL	2585	RPI	RPI	RPI	RPI	RPI
44	Dayton-Springfield-Greenville, OH	2615	RPI	RPI	RPI	RPI	RPI
45	Denver-Aurora-Boulder, CO	2339	RPI	RPI	RPI	RPI	RPI
46	Des Moines-Newton-Pella, IA	2982	RPI	RPI	RPI	RPI	RPI
47	Detroit-Warren-Flint, MI	2971	RPI	RPI	RPI	RPI	RPI
48	Dothan-Enterprise-Ozark, AL	2536	RPI	RPI	RPI	RPI	RPI
49	Dover, DE	N/A	RPI	RPI	RPI	RPI	RPI
50	Duluth, MN-WI	4107	RPI	RPI	RPI	RPI	RPI
51	El Paso, TX	2370	RPI	RPI	RPI	RPI	RPI
52	Erie, PA	4241	RPI	RPI	RPI	RPI	RPI
53	Eugene-Springfield, OR	2322	RPI	RPI	RPI	RPI	RPI
54	Evansville, IN-KY	4433	RPI	RPI	RPI	RPI	RPI
55	Fargo-Wahpeton, ND-MN	4313	RPI	RPI	RPI	RPI	RPI
56	Farmington, NM	3877	RPI	RPI	RPI	RPI	RPI
57	Fayetteville-Springdale-Rogers, AR-MO	4729	RPI	RPI	RPI	RPI	RPI
59	Fort Smith, AR-OK	4121	RPI	RPI	RPI	RPI	RPI
60	Fort Wayne-Huntington-Auburn, IN	3038	RPI	RPI	RPI	RPI	RPI
61	Fresno-Madera, CA	2962	RPI	RPI	RPI	RPI	RPI
62	Gainesville, FL	N/A	RPI	RPI	RPI	RPI	RPI
63	Grand Forks, ND-MN	4755	RPI	RPI	RPI	RPI	RPI
64	Grand Rapids-Muskegon-Holland, MI	2935	RPI	RPI	RPI	RPI	RPI
65	Great Falls, MT	4910	RPI	RPI	RPI	RPI	RPI
66	Greensboro--Winston-Salem--High Point, NC	2786	RPI	RPI	RPI	RPI	RPI

TABLE 1 Continued
Effects of the proposed AT&T/T-Mobile Merger:
Wireless Industry Market Concentration by Economic Area
(data as of June 2010)

EA Code	EA Name	2008 HHI*	2010 HHI**	Pro Forma HHI**	Change in HHI resulting from the merger	"Highly Concentrated" and HHI Increase ≥ 100	"Highly Concentrated" and HHI Increase >200
67	Greenville, NC	2641	RPI	RPI	RPI	RPI	RPI
68	Greenville-Spartanburg-Anderson, SC	4047	RPI	RPI	RPI	RPI	RPI
70	Harrisburg-Carlisle-Lebanon, PA	3235	RPI	RPI	RPI	RPI	RPI
72	Hartford-West Hartford-Willimantic, CT	N/A	RPI	RPI	RPI	RPI	RPI
73	Helena, MT	N/A	RPI	RPI	RPI	RPI	RPI
74	Honolulu, HI	2365	RPI	RPI	RPI	RPI	RPI
75	Houston-Baytown-Huntsville, TX	2279	RPI	RPI	RPI	RPI	RPI
77	Idaho Falls-Blackfoot, ID	4361	RPI	RPI	RPI	RPI	RPI
78	Indianapolis-Anderson-Columbus, IN	3033	RPI	RPI	RPI	RPI	RPI
79	Jacksonville, FL	2381	RPI	RPI	RPI	RPI	RPI
81	Johnson City-Kingsport-Bristol (Tri-Cities), TN-VA	3936	RPI	RPI	RPI	RPI	RPI
82	Jonesboro, AR	5032	RPI	RPI	RPI	RPI	RPI
83	Joplin, MO	3584	RPI	RPI	RPI	RPI	RPI
84	Kansas City-Overland Park-Kansas City, MO-KS	2290	RPI	RPI	RPI	RPI	RPI
85	Kearney, NE	N/A	RPI	RPI	RPI	RPI	RPI
86	Kennewick-Richland-Pasco, WA	2723	RPI	RPI	RPI	RPI	RPI
87	Killeen-Temple-Fort Hood, TX	N/A	RPI	RPI	RPI	RPI	RPI
88	Knoxville-Sevierville-La Follette, TN	2816	RPI	RPI	RPI	RPI	RPI
89	La Crosse, WI-MN	3823	RPI	RPI	RPI	RPI	RPI
91	Lake Charles-Jennings, LA	3354	RPI	RPI	RPI	RPI	RPI
92	Las Vegas-Paradise-Pahrump, NV	2297	RPI	RPI	RPI	RPI	RPI
95	Lincoln, NE	4909	RPI	RPI	RPI	RPI	RPI
96	Little Rock-North Little Rock-Pine Bluff, AR	4210	RPI	RPI	RPI	RPI	RPI
97	Los Angeles-Long Beach-Riverside, CA	2488	RPI	RPI	RPI	RPI	RPI
98	Louisville-Elizabethtown-Scottsburg, KY-IN	2520	RPI	RPI	RPI	RPI	RPI
99	Lubbock-Levelland, TX	2832	RPI	RPI	RPI	RPI	RPI
100	Macon-Warner Robins-Fort Valley, GA	3662	RPI	RPI	RPI	RPI	RPI
101	Madison-Baraboo, WI	3442	RPI	RPI	RPI	RPI	RPI
102	Marinette, WI-MI	N/A	RPI	RPI	RPI	RPI	RPI
103	Mason City, IA	N/A	RPI	RPI	RPI	RPI	RPI
104	McAllen-Edinburg-Pharr, TX	3025	RPI	RPI	RPI	RPI	RPI
105	Memphis, TN-MS-AR	2709	RPI	RPI	RPI	RPI	RPI

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TABLE 1 Continued
Effects of the proposed AT&T/T-Mobile Merger:
Wireless Industry Market Concentration by Economic Area
(data as of June 2010)

EA Code	EA Name	2008 HHI*	2010 HHI**	Pro Forma HHI**	Change in HHI resulting from the merger	"Highly Concentrated " and HHI Increase ≥ 100	"Highly Concentrated" and HHI Increase >200
106	Miami-Fort Lauderdale-Miami Beach, FL	2250	RPI	RPI	RPI	RPI	RPI
107	Midland-Odessa, TX	3671	RPI	RPI	RPI	RPI	RPI
108	Milwaukee-Racine-Waukesha, WI	2123	RPI	RPI	RPI	RPI	RPI
109	Minneapolis-St. Paul-St. Cloud, MN-WI	2588	RPI	RPI	RPI	RPI	RPI
110	Minot, ND	4304	RPI	RPI	RPI	RPI	RPI
111	Missoula, MT	6327	RPI	RPI	RPI	RPI	RPI
112	Mobile-Daphne-Fairhope, AL	3206	RPI	RPI	RPI	RPI	RPI
113	Monroe-Bastrop, LA	4320	RPI	RPI	RPI	RPI	RPI
114	Montgomery-Alexander City, AL	2531	RPI	RPI	RPI	RPI	RPI
115	Myrtle Beach-Conway-Georgetown, SC	N/A	RPI	RPI	RPI	RPI	RPI
116	Nashville-Davidson--Murfreesboro--Columbia, TN	2679	RPI	RPI	RPI	RPI	RPI
117	New Orleans-Metairie-Bogalusa, LA	3247	RPI	RPI	RPI	RPI	RPI
118	New York-Newark-Bridgeport, NY-NJ-CT-PA	2640	RPI	RPI	RPI	RPI	RPI
119	Oklahoma City-Shawnee, OK	3444	RPI	RPI	RPI	RPI	RPI
120	Omaha-Council Bluffs-Fremont, NE-IA	3495	RPI	RPI	RPI	RPI	RPI
121	Orlando-The Villages, FL	2486	RPI	RPI	RPI	RPI	RPI
122	Paducah, KY-IL	5938	RPI	RPI	RPI	RPI	RPI
123	Panama City-Lynn Haven, FL	N/A	RPI	RPI	RPI	RPI	RPI
124	Pendleton-Hermiston, OR	2894	RPI	RPI	RPI	RPI	RPI
125	Pensacola-Ferry Pass-Brent, FL	2657	RPI	RPI	RPI	RPI	RPI
126	Peoria-Canton, IL	3424	RPI	RPI	RPI	RPI	RPI
127	Philadelphia-Camden-Vineland, PA-NJ-DE-MD	2614	RPI	RPI	RPI	RPI	RPI
128	Phoenix-Mesa-Scottsdale, AZ	2683	RPI	RPI	RPI	RPI	RPI
129	Pittsburgh-New Castle, PA	3157	RPI	RPI	RPI	RPI	RPI
130	Portland-Lewiston-South Portland, ME	2812	RPI	RPI	RPI	RPI	RPI
131	Portland-Vancouver-Beaverton, OR-WA	2469	RPI	RPI	RPI	RPI	RPI
132	Pueblo, CO	2986	RPI	RPI	RPI	RPI	RPI
133	Raleigh-Durham-Cary, NC	2965	RPI	RPI	RPI	RPI	RPI
134	Rapid City, SD	5140	RPI	RPI	RPI	RPI	RPI
135	Redding, CA	2888	RPI	RPI	RPI	RPI	RPI
136	Reno-Sparks, NV	2556	RPI	RPI	RPI	RPI	RPI
137	Richmond, VA	3206	RPI	RPI	RPI	RPI	RPI

TABLE 1 Continued
Effects of the proposed AT&T/T-Mobile Merger:
Wireless Industry Market Concentration by Economic Area
(data as of June 2010)

EA Code	EA Name	2008 HHI*	2010 HHI**	Pro Forma HHI**	Change in HHI resulting from the merger	"Highly Concentrated " and HHI Increase ≥ 100	"Highly Concentrated" and HHI Increase >200
138	Roanoke, VA	2439	RPI	RPI	RPI	RPI	RPI
139	Rochester-Batavia-Seneca Falls, NY	4389	RPI	RPI	RPI	RPI	RPI
140	Sacramento--Arden-Arcade--Truckee, CA-NV	2621	RPI	RPI	RPI	RPI	RPI
142	Salt Lake City-Ogden-Clearfield, UT	2265	RPI	RPI	RPI	RPI	RPI
143	San Angelo, TX	2237	RPI	RPI	RPI	RPI	RPI
144	San Antonio, TX	2220	RPI	RPI	RPI	RPI	RPI
145	San Diego-Carlsbad-San Marcos, CA	2574	RPI	RPI	RPI	RPI	RPI
146	San Jose-San Francisco-Oakland, CA	2610	RPI	RPI	RPI	RPI	RPI
147	Santa Fe-Espanola, NM	4568	RPI	RPI	RPI	RPI	RPI
148	Sarasota-Bradenton-Venice, FL	2733	RPI	RPI	RPI	RPI	RPI
149	Savannah-Hinesville-Fort Stewart, GA	2433	RPI	RPI	RPI	RPI	RPI
151	Scranton--Wilkes-Barre, PA	N/A	RPI	RPI	RPI	RPI	RPI
152	Seattle-Tacoma-Olympia, WA	2615	RPI	RPI	RPI	RPI	RPI
153	Shreveport-Bossier City-Minden, LA	3810	RPI	RPI	RPI	RPI	RPI
154	Sioux City-Vermillion, IA-NE-SD	4240	RPI	RPI	RPI	RPI	RPI
155	Sioux Falls, SD	5179	RPI	RPI	RPI	RPI	RPI
156	South Bend-Mishawaka, IN-MI	N/A	RPI	RPI	RPI	RPI	RPI
157	Spokane, WA	3338	RPI	RPI	RPI	RPI	RPI
158	Springfield, IL	3910	RPI	RPI	RPI	RPI	RPI
159	Springfield, MO	3690	RPI	RPI	RPI	RPI	RPI
160	St. Louis-St. Charles-Farmington, MO-IL	2674	RPI	RPI	RPI	RPI	RPI
161	State College, PA	4204	RPI	RPI	RPI	RPI	RPI
162	Syracuse-Auburn, NY	4002	RPI	RPI	RPI	RPI	RPI
163	Tallahassee, FL	3084	RPI	RPI	RPI	RPI	RPI
164	Tampa-St. Petersburg-Clearwater, FL	2291	RPI	RPI	RPI	RPI	RPI
165	Texarkana, TX-Texarkana, AR	N/A	RPI	RPI	RPI	RPI	RPI
166	Toledo-Fremont, OH	4566	RPI	RPI	RPI	RPI	RPI
167	Topeka, KS	2623	RPI	RPI	RPI	RPI	RPI
168	Traverse City, MI	2882	RPI	RPI	RPI	RPI	RPI
169	Tucson, AZ	2622	RPI	RPI	RPI	RPI	RPI
170	Tulsa-Bartlesville, OK	3222	RPI	RPI	RPI	RPI	RPI
172	Twin Falls, ID	4175	RPI	RPI	RPI	RPI	RPI

TABLE 1 Continued Effects of the proposed AT&T/T-Mobile Merger: Wireless Industry Market Concentration by Economic Area (data as of June 2010)							
EA Code	EA Name	2008 HHI*	2010 HHI**	Pro Forma HHI**	Change in HHI resulting from the merger	"Highly Concentrated " and HHI Increase ≥ 100	"Highly Concentrated" and HHI Increase >200
173	Virginia Beach-Norfolk-Newport News, VA-NC	2775	RPI	RPI	RPI	RPI	RPI
174	Washington-Baltimore-Northern Virginia, DC-MD-VA-WV	2731	RPI	RPI	RPI	RPI	RPI
175	Waterloo-Cedar Falls, IA	N/A	RPI	RPI	RPI	RPI	RPI
177	Wenatchee, WA	N/A	RPI	RPI	RPI	RPI	RPI
178	Wichita Falls, TX	N/A	RPI	RPI	RPI	RPI	RPI
179	Wichita-Winfield, KS	2798	RPI	RPI	RPI	RPI	RPI

<<End NRUF/LNP Confidential Information>>

NOTES TO TABLE 1:


* 2008 HHIs from *CMRS Report*, Table C-3. The "Economic Area" geographies used in the *CMRS Report* for 2008 reflect 1995 BEA definitions.

** The 2010 HHIs are derived using June 2010 NRUF/LNP data and reflect current BEA EA geographic definitions.

RPI = Redacted for Public Inspection in accordance with NRUF/LNP Protective Order

VERIFICATION

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief, and that this declaration was executed at Boston, Massachusetts, this 20th day of June 2011.


Colin B. Weir

Statement of Qualifications

COLIN B. WEIR

Colin B. Weir is a Vice President at Economics and Technology, Inc. Mr. Weir conducts economic, statistical, and regulatory research and analysis, with a primary focus on the telecommunications industry. Mr. Weir's work involves econometric and statistical analysis, multiple linear regression, statistical sampling, micro- and macroeconomic modeling and other economic analysis. Such analysis often involves analysis of databases, call detail records, and other voluminous business records. Mr. Weir is familiar with common statistical and econometric software packages such as STATA and SHAZAM. Mr. Weir assists with analysis of economic, statistical and other evidence; and preparation for depositions, trial and oral examinations. Mr. Weir has provided expert testimony before federal and state courts, the FCC, and state commissions, and has contributed research and analysis to numerous ETI publications and testimony at the state, federal, and international levels.

Mr. Weir's telecom experience includes work on a variety of issues, including: economic harm and damage calculation; Early Termination Fees (ETFs); wireless handset locking practices; determination of Federal Excise Tax burden; ISP-bound traffic studies; Area Code splits and numbering policy; Federal Universal Service; pricing and regulation of Unbundled Network Elements; analysis of special access rates-of-return and pricing trends, and development of a macroeconomic analysis quantifying the economic impact upon the US economy and job markets of overpricing special access services; wireless pricing; and wireline telecommunications tariff and contract pricing.

Mr. Weir has conducted research and analysis in numerous regulatory and litigation matters on behalf of carrier, government and individual clients, including AT&T, MTS Allstream (Canada), Broadview Networks, Cavalier Communications, Nuvox Inc., O1 Communications, Pac-West Telecomm, Inc., tw telecom inc., XO Communications, Western Wireless, The US Department of Justice, Office of the Attorney General of Illinois, Thomaset al (class action litigation, Superior Court, County of Alameda), Ayyad et al (class action litigation, Superior Court, County of Alameda), and White et al (class action litigation, Superior Court, County of Alameda).

Mr. Weir has researched pricing and discount rates in enterprise voice and data services contracts, maintained an extensive database of such rates, and has contributed to network priceouts and rate benchmark analyses. Additionally, Mr. Weir is responsible for the maintenance of ETI's comprehensive databases of interstate and international interexchange carrier and local telephone company tariffs. He has substantial experience with industry data resources.

Mr. Weir holds an MBA with honors from Northeastern University. He also holds a Bachelor of Arts degree *cum laude* in Business Economics from The College of Wooster.

Publications and Testimony of Colin B. Weir

Mr. Weir has co-authored the following:

Regulation, Investment and Jobs: How Regulation of Wholesale Markets Can Stimulate Private Sector Broadband Investment and Create Jobs (with Lee L. Selwyn, Susan M. Gately, and Helen E. Golding) Economics and Technology, Inc., prepared on behalf of Cbeyond, Inc., Covad Communications Company, Integra Telecom, Inc., PAETEC Holding Corp, and tw telecom inc., February 2010.

Revisiting Us Broadband Policy: How Re-regulation of Wholesale Services Will Encourage Investment and Stimulate Competition and Innovation in Enterprise Broadband Markets, (with Lee L. Selwyn, Susan M. Gately, and Helen E. Golding) Economics and Technology, Inc., prepared on behalf of MTS Allstream, February 2010.

Longstanding Regulatory Tools Confirm BOC Market Power: A Defense of ARMIS (with Lee L. Selwyn, Susan M. Gately, and Helen E. Golding) Economics and Technology, Inc., prepared on behalf of the AdHoc Telecommunications Users Committee, January 2010.

Choosing Broadband Competition over Unconstrained Incumbent Market Power: A Response to Bell and TELUS (with Lee L. Selwyn, Susan M. Gately, and Helen E. Golding) Economics and Technology, Inc., prepared on behalf of MTS Allstream, April 2009.

The Role of Regulation in a Competitive Telecom Environment: How Smart Regulation of Essential Wholesale Facilities Stimulates Investment and Promotes Competition (with Lee L. Selwyn, Susan M. Gately, and Helen E. Golding) Economics and Technology, Inc., prepared on behalf of MTS Allstream, March 2009.

Special Access Overpricing and the US Economy: How Unchecked RBOC Market Power is Costing US Jobs and Impairing US Competitiveness (with Lee L. Selwyn, Susan M. Gately, and Helen E. Golding) Economics and Technology, Inc., prepared on behalf of the AdHoc Telecommunications Users Committee, August 2007.

The AWS Spectrum Auction: A One-Time Opportunity to Introduce Real Competition for Wireless Services in Canada (with Lee L. Selwyn and Helen E. Golding) Economics and Technology, Inc., prepared on behalf of MTS Allstream, June 2007.

Comparison of Wireless Service Price Levels in the US and Canada (with Lee L. Selwyn) Economics and Technology, Inc., prepared on behalf of MTS Allstream, May 2007.

Hold the Phone! Debunking the Myth of Intermodal Alternatives for Business Telecom Users In New York (with Susan M. Gately and Lee L. Selwyn) Economics and Technology, Inc., prepared for the UNE-L CLEC Coalition, August 2005.

Mr. Weir has submitted the following testimony:

California Public Utilities Commission, *Pacific Bell Telephone Company d/b/a AT&T California (U1001C) Complainant, vs. O1 Communication, Inc. (U 6065 C), Defendant*, Case No. C.08-03-001, on behalf of the O1 Communications, Inc., Reply Testimony filed November 6, 2009; Oral testimony and cross examination on November 16, 2009.

Superior Court of California, County of Alameda, *James Thomas, on behalf of themselves, the general public, and all those similarly situated, Plaintiffs, v. Global Vision Products, Inc., Anthony Imbriolo, Derrike Cope, David L. Gordon, Powertel Technologies, Inc., Craig Dix, Henry Edelson and Robert Debenedictis, Defendants*, Case No. RG03-091195, on behalf of the Law Offices Of Scott A. Bursor, Oral testimony and cross examination on November 9, 2009.

United States District Court, District of New Jersey, *Judy Larson, Barry Hall, Joe Milliron, Tessie Robb, and Willie Davis, individually and on behalf of all others similarly situated, v. AT&T Mobility LLC f/k/a Cingular Wireless LLC and Sprint Nextel Corporation and Sprint Spectrum L.P. d/b/a Sprint Nextel and Nextel Finance Company, Civ. Act. No. 07-5325 (JLL)*, on behalf of PinilisHalpern, LLP and Law Offices of Scott A. Bursor, Declaration filed *under seal* October 19, 2009.

California Public Utilities Commission, *Pacific Bell Telephone Company d/b/a AT&T California (U1001C) Complainant, vs. Pac-West Telecomm, Inc. (U 5266 C), Defendant*, Case No. C.08-09-017, on behalf of the Pac-West Telecomm, Inc., Rebuttal Testimony filed May 1, 2009.

Illinois Commerce Commission, *Illinois Bell Telephone Company Annual Rate Filing for Non-Competitive Services Under an Alternative Form of Regulation*, Ill. C. C. Docket No. 08-0249, on behalf of the People of the State of Illinois, Declaration filed May 2, 2008.

Federal Communications Commission, *Qwest Petition for Forbearance Under 47 U.S.C. §160(c) From Title II and Computer Inquiry Rules with Respect to Broadband Services*, Petition of AT&T Inc, For Forbearance Under 47 U.S.C. §160(c) From Title II and *Computer Inquiry Rules* with Respect to Broadband Services, Petition of BellSouth Corporation For Forbearance Under 47 U.S.C. §160(c) From Title II and *Computer Inquiry Rules* with Respect to Broadband Services, Petition of the Embarq Local Operating Companies for Forbearance Under 47 U.S.C. §160(c) From Application of *Computer Inquiry* and certain Title II Common Carriage Requirements; WC Docket Nos. 06-125 and 06-147, on behalf of the AdHoc Telecommunications Users Committee, Declaration filed October 9, 2007.

Superior Court of California, County of Alameda, *James Thomas, on behalf of themselves, the general public, and all those similarly situated, Plaintiffs, v. Global Vision Products, Inc., Anthony Imbriolo, Derrike Cope, David L. Gordon, Powertel Technologies, Inc., Craig Dix, Henry Edelson and Robert Debenedictis, Defendants*, Case No. RG03-091195, on behalf of the Law Offices Of Scott A. Bursor, Declaration filed January 5, 2007; Deposition on November 13, 2007; Oral testimony and cross-examination on December 19, 2007; Oral testimony on January 9, 2008.

Mr. Weir has contributed research and analysis to numerous additional ETI publications and testimony at the state, federal, and international levels.